

TOGUT, SEGAL & SEGAL LLP
Conflicts Counsel for DAS LLC Corporation, *et al.*,
Debtors and Debtors in Possession
One Penn Plaza, Suite 3335
New York, New York 10119
(212) 594-5000
Albert Togut (AT-9759)
Neil Berger (NB-3599)
Sean McGrath (SM-4676)

Delphi Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

Delphi Legal Information
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:	:	
	:	Chapter 11
DELPHI CORPORATION, <i>et al.</i> ,	:	Case No. 05-44481 [RDD]
	:	
Debtors.	:	Jointly Administered
	:	
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**JOINT STIPULATION AND ORDER
REGARDING DISCOVERY REGARDING OBJECTION
TO PROOF OF CLAIM NO. 12347 AND RELATED COUNTERCLAIM**

Delphi Corporation and certain of its subsidiaries and affiliates, including
Delphi Automotive Systems, LLC ("DAS LLC"), debtors and debtors in possession
(collectively, the "Debtors") in the above-captioned cases (the "Cases"), by their
undersigned counsel, and Furukawa Electric North America APD and Furukawa
Electric Co., Ltd. (jointly, "Furukawa") by their undersigned counsel, proceeding under
Rules 3004 and 7001, *et seq.*, of the Federal Rules of Bankruptcy Procedure, having

conferred and agreed to the deadlines set forth herein, respectfully submit this Joint Stipulation and Order and state that:

WHEREAS Furukawa filed proof of claim number 12347 (the “Proof of Claim”) against DAS LLC in this Court on or about July 28, 2006, and asserted an unsecured nonpriority claim in the amount of \$2,589,684.56 for alleged breach of contract damages (the “Furukawa Claim”); and

WHEREAS, the Debtors objected to the Furukawa Claim pursuant to the Debtors’ (I) Third Omnibus Objection (Substantive) Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007 To Certain (A) Claims With Insufficient Documentation, (B) Claims Unsubstantiated By Debtors’ Books And Records, and (C) Claims Subject To Modification and (II) Motion to Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5452) (the “Objection”), which was filed on October 31, 2006; and

WHEREAS, the Debtors joined with the Objection a demand for affirmative relief dated September 26, 2007 (the “Claim for Affirmative Relief”); and

WHEREAS, the Debtors moved for a default judgment on October 24, 2007 on their Claim for Affirmative Relief (the “Default Motion”), with a hearing date of November 29, 2007; and

WHEREAS, Furukawa moved to dismiss the Claim for Affirmative Relief (the “Motion to Dismiss the Claim for Affirmative Relief”) and filed its opposition to the Default Motion on October 25, 2007; and

WHEREAS, on November 21, 2007, Furukawa requested that Debtors produce additional documents, and served a subpoena upon General Motors Corporation, a third party likely having documents pertinent to this matter; and

WHEREAS, Debtor agreed to identify Furukawa witnesses for deposition in December of 2007.

NOW, THEREFORE, in consideration of the foregoing, the Debtors and Furukawa stipulate and agree:

1. Adjudication of the Debtors' Objection and the Claim for Affirmative Relief shall proceed in this Court and be treated as an adversary proceeding (the "Adversary Proceeding") and be governed by the Bankruptcy Rules.

2. As recognized by the Court in its Modified Bench Ruling, the resolution of the Furukawa Claim, the Debtors' objection, and the Claim for Affirmative Relief shall be governed by Rule 7001, *et seq.*, of the Federal Rules of Bankruptcy Procedure (the "Adversary Proceeding Rules"), not the Case Management Orders [Docket Nos. 245, 2883, 2995, 3293, 35893629, 3730, 3824, 5401, 5418, and 10661] or the Debtors' Claims Objection Procedures Order [Docket No. 6089].

3. Notwithstanding the foregoing, Furukawa reserves the right to file a motion to withdraw the reference of the Adversary Proceeding to the United States District Court for the Southern District of New York on or before the close of discovery and the Debtors reserve their right to oppose such motion.

4. All document requests other than those set forth deposition notices to parties shall be served no later than November 30, 2007.

5. All documents required to be produced in response to document requests shall be produced no later than January 14, 2008.

6. All depositions of potential witnesses, other than experts, shall be completed no later than February 15, 2008.

7. All expert discovery in these proceedings shall be completed no later than March 28, 2008, as follows:

a. The parties shall confer on topics for expert testimony no later than February 1, 2008;

b. The parties shall disclose their experts on or before February 22, 2008;

c. The parties shall exchange expert opening reports no later than February 29, 2008;

d. The parties shall exchange expert rebuttal reports no later than March 14, 2008; and

e. Expert depositions shall be completed on or before March 28, 2008.

8. A final pretrial conference shall be conducted before the Bankruptcy Court on April 4, 2008.

9. Absent further Order of this Court, the parties, by their counsel, will appear at a status conference before this Court on December 20, 2007.

10. Notwithstanding the foregoing, either party may obtain an extension of the preceding discovery deadlines from the Bankruptcy Court upon a

showing of good cause, such as either party's inability to obtain timely discovery from third party subpoenas served in accordance with this Order.

11. The hearing to consider the Debtors' Default Motion is adjourned until the December 20, 2007 status conference.

Dated: New York, New York
December 11, 2007

DELPHI CORPORATION, et al.,
Debtors and Debtors-in-Possession,
By their Bankruptcy Conflicts Counsel,
TOGUT, SEGAL & SEGAL LLP,
By:

/s/ Neil Berger
NEIL BERGER (NB-3599)
A Member of the Firm
One Penn Plaza, Suite 3335
New York, New York 10119
(212) 594-5000

Dated: New York, New York
December 11, 2007

FURUKAWA ELECTRIC NORTH
AMERICA APD, et al.,
By their Counsel,
ALSTON & BIRD, LLP
By:

/s/ Dennis J. Connolly
DENNIS J. CONNOLLY (DC-9932)
1201 West Peachtree Street
Atlanta, Georgia 30309-3424
(404) 881-7000

SO ORDERED

This 18th day of December, 2007
in New York, New York

/s/Robert D. Drain
HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE